

(Published in *The Wichita Eagle*, April 15, 2011)

**ORDINANCE NO. 48-981**

AN ORDINANCE AUTHORIZING THE CITY OF WICHITA, KANSAS, TO ISSUE ITS REVENUE BONDS, SERIES I, 2011 (GREATER WICHITA YMCA PROJECT), IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$23,000,000 FOR THE PURPOSE OF CONSTRUCTING, ACQUIRING AND EQUIPPING A RECREATIONAL, COMMUNITY ENRICHMENT AND YOUTH DEVELOPMENT FACILITY; AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

**WHEREAS**, the City of Wichita, Kansas (the “Issuer”), is authorized by K.S.A. 12-1740 *et seq.*, as amended (the “Act”), to acquire, construct, improve and equip certain facilities (as defined in the Act) for commercial, industrial, recreational and manufacturing purposes, to enter into leases and lease-purchase agreements with any person, firm or corporation for such facilities, and to issue revenue bonds for the purpose of paying the costs of such facilities; and

**WHEREAS**, the Issuer has found and does find and determine that it is desirable in order to promote, stimulate and develop the general welfare and economic prosperity of the Issuer and the State of Kansas that the Issuer issue its Revenue Bonds, Series I, 2011, in the aggregate principal amount of not to exceed \$23,000,000 (the “2011 Bonds”), for the purpose of paying the costs of constructing, acquiring and equipping a facility to be used for recreational, community enrichment and youth development purposes (the “Project”) as more fully described in the Indenture (as herein defined) and the Lease (as herein defined) and that the Issuer lease the Project to The Young Men’s Christian Association of Wichita, Kansas, a Kansas not-for-profit (the “Company”); and

**WHEREAS**, the 2011 Bonds and the interest thereon shall not be a general obligation of the Issuer, shall not be payable in any manner by taxation and shall be payable solely from the trust estate established under the Indenture, including revenues from the Lease of the Project; and

**WHEREAS**, the Issuer further finds and determines that it is necessary and desirable in connection with the issuance of the 2011 Bonds to execute and deliver (i) a Bond Trust Indenture dated as of April 1, 2011 (the “Indenture”), with UMB Bank, N.A., Wichita, Kansas, as trustee (the “Trustee”), prescribing the terms and conditions of issuing and securing the 2011 Bonds; (ii) a Lease Agreement dated as of April 1, 2011 (the “Lease”), with the Company in consideration of payments of Lease Payments (as defined in the Lease) and other payments provided for therein, (iii) a Bond Placement Agreement dated as of April 1, 2011 (the “BPA”), with Clayton Holdings, LLC, as purchaser of the 2011 Bonds, and (iv) an Administrative Service Fee Agreement between the Issuer and the Company (collectively, the “Bond Documents”); and

**NOW, THEREFORE, BE IT ORDAINED BY THE GOVERNING BODY OF THE CITY OF WICHITA, KANSAS, AS FOLLOWS:**

**Section 1. Authority to Cause the Project to be Constructed, Acquired and Equipped.** The Governing Body of the Issuer hereby declares that the Project, if in being, would promote the welfare of the City of Wichita, Kansas, and the Issuer is hereby authorized to cause the Project to be constructed, acquired and equipped all in the manner and as more particularly described in the Indenture and the Lease.

**Section 2. Authorization of and Security for the 2011 Bonds.** The Issuer is hereby authorized and directed to issue the 2011 Bonds, to be designated "City of Wichita, Kansas, Revenue Bonds, Series I, 2011 (Greater Wichita YMCA Project)," in the aggregate principal amount of not to exceed \$23,000,000. The 2011 Bonds shall be dated and bear interest, shall mature and be payable at such times, shall be in such forms, shall be subject to redemption and payment prior to the maturity thereof, and shall be issued in the manner prescribed and subject to the provisions, covenants and agreements set forth in the Indenture. The 2011 Bonds shall be special limited obligations of the Issuer payable solely from the trust estate established under the Indenture, including revenues from the Lease of the Project. The 2011 Bonds shall not be general obligations of the Issuer, nor constitute a pledge of the full faith and credit of the Issuer and shall not be payable in any manner by taxation.

**Section 3. Lease of the Project.** The Issuer shall cause the Project to be leased to the Company pursuant to and in accordance with the provisions of the Lease in the form approved herein.

**Section 4. Execution of 2011 Bonds and Bond Documents.** The Mayor of the Issuer is hereby authorized and directed to execute the 2011 Bonds and deliver them to the Trustee for authentication on behalf of, and as the act and deed of the Issuer in the manner provided in the Indenture. The Mayor is further authorized and directed to execute and deliver the Bond Documents on behalf of, and as the act and deed of the Issuer in substantially the forms presented for review prior to final passage of this Ordinance, with such minor corrections or amendments thereto as the Mayor may approve, which approval shall be evidenced by his execution thereof, and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the purposes and intent of this Ordinance and the Bond Documents. The City Clerk or any Deputy City Clerk of the Issuer is hereby authorized and directed to attest the execution of the 2011 Bonds, the Bond Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out the intent of this Ordinance under the Issuer's official seal.

**Section 5. Pledge of the Project and Net Revenues.** The Issuer hereby pledges the Project and the net revenues generated under the Lease to the payment of the 2011 Bonds in accordance with K.S.A. 12-1744. The lien created by such pledge shall be discharged when all of the 2011 Bonds shall be deemed to have been paid within the meaning of the Indenture.

**Section 6. Approval of the Guaranty Agreement.** The form of Guaranty Agreement dated as of April 1, 2011, pursuant to which the Company, as Guarantor, guarantees to the Trustee, for the

benefit of the owners of the 2011 Bonds, the full and prompt payment of the principal of, redemption premium, if any, and interest on the 2011 Bonds, is hereby approved.

**Section 7. Further Authority.** The officers, agents and employees of the Issuer are hereby authorized and directed to take such action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out the provisions of this Ordinance and to carry out and perform the duties of the Issuer with respect to the 2011 Bonds and the Bond Documents as necessary to give effect to the transactions contemplated in this Ordinance and in the Bond Documents.

**Section 8. Effective Date.** This Ordinance shall take effect from and after its final passage by the Governing Body of the Issuer, signature by the Mayor and publication once in the official newspaper of the Issuer.

**PASSED** by the Governing Body of the City of Wichita, Kansas, and approved by the Mayor on April 12, 2011.

CITY OF WICHITA, KANSAS

(Seal)

By \_\_\_\_\_  
Carl Brewer, Mayor

Attest:

By \_\_\_\_\_  
Karen Sublett, City Clerk

Approved as to form:

By \_\_\_\_\_  
Gary E. Rebenstorf, City Attorney